

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item:16555

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO
FIFTY-SIXTH MONTHLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS
TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE MONTH OF MAY 2007**

On August 14, 2007, PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants to the Debtors, filed its *Fifty-sixth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of May 2007* (Docket No. 16555) (the "Application"). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on September 3, 2007. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 ("the Order"), the Debtor is authorized to pay PwC \$75,085.98 which represents eighty percent (80%) of the fees, and \$595.89 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: September 10, 2007

SMITH, KATZENSTEIN & FURLOW, LLP


/s/Kathleen M. Miller

Kathleen Miller (I.D. No.2898)

The Corporate Plaza

800 Delaware Avenue, 7th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Facsimile: 302-652-8405

Email: Kmillers@skfdelaware.com

Attorneys for PricewaterhouseCoopers LLP

CERTIFICATE OF SERVICE

I hereby certify that on the 10 day of September 2007, a copy of the *No Order Required Certification of No Objection to Fifty-sixth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May 2007* was served on the following parties in the manner herein indicated:

W.R. Grace & Co.
7500 Grace Drive
Columbia, MD 21044
Attn: David B. Siegel, Senior Vice
President
and General Counsel
VIA U.S. MAIL/E-MAIL IN PDF
FORMAT TO
william.sparks@grace.com

Laura Davis Jones, Esq.
Pachulski, Stang, Ziehl, Young &
Jones, P.C.
919 North Market Street, Suite 1600
P.O. Box 8705
Wilmington, DE 19899-8705
VIA E-MAIL IN PDF FORMAT
TO dcarickhoff@pszyj.com

Steven M. Yoder, Esq.
The Bayard Firm
222 Delaware Avenue, Suite 900
P.O. Box 25130
Wilmington, DE 19899
VIA E-MAIL IN PDF FORMAT
TO syoder@bayardfirm.com

Michael R. Latowski, Esq.
Duane, Morris & Heckscher, LLP
1100 N. Market Street, Suite 1200
Wilmington, DE 19801-1246
VIA E-MAIL IN PDF FORMAT
TO mlatowski@duanemorris.com

Michael B. Joseph, Esq.
Ferry & Joseph, P.A.
824 Market Street, Suite 904
P.O. Box 1351
Wilmington, DE 19899
VIA E-MAIL IN PDF FORMAT
TO ttacconelli@ferryjoseph.com

Mark Hurford, Esq.
Campbell & Levine, LLC
Chase Manhattan Centre, 15th Floor
1201 Market Street, Suite 1500
Wilmington, DE 19801
VIA E-MAIL IN PDF FORMAT
TO mhurford@camlev.com

Teresa K.D. Currier, Esq.
Klett Rooney Lieber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 19801
VIA E-MAIL IN PDF FORMAT
TO currier@klettrooney.com

Frank J. Perch, Esq.
Office of the United States Trustee
844 King Street, Suite 2311
Wilmington, DE 19801
VIA U.S. MAIL

James Kapp, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601
VIA E-MAIL IN PDF FORMAT
TO james.kapp@chicago.kirkland.
com

Carol Hennessey, Esq.
Latham & Watkins
Sears Tower
Suite 5800
Chicago, IL 60606
VIA E-MAIL IN PDF FORMAT
TO david.heller@lw.com and
carol.hennessey@lw.com


Lewis Kruger, Esq.
Stroock & Stroock & Lavan LLP
180 Maiden Lane
New York, NY 10038-4982
VIA E-MAIL IN PDF FORMAT
TO rserrette@stroock.com

Scott L. Baena, Esq.
Bilzin, Sumberg, Dunn, Baena,
Price & Axelrod, LLP
First Union Financial Center
200 South Biscayne Blvd, Suite 2500
Miami, FL 33131
VIA E-MAIL IN PDF FORMAT
TO jsakalo@bilzin.com

Elihu Inselbuch, Esq.
Caplin & Drysdale
399 Park Avenue, 36th Floor
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pvnl@capdale.com

Philip Bentley, Esq.
Kramer, Levin, Naftalis &
Frankel, LLP
919 Third Avenue
New York, NY 10022
VIA E-MAIL IN PDF FORMAT
TO pbentley@kramerlevin.com

Warren H. Smith
Warren H. Smith & Associates
Republic Center
325 North Saint Paul Street
Dallas, TX 75201
VIA U.S. MAIL/E-
MAIL IN AN ELECTRONIC
F O R M A T T O w h s m i t h @
whsmithlaw.com



/s/Kathleen M. Miller
Kathleen M. Miller